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REGULATORY AUTH.

Guy M. Hicks

BellSouth Telecommunications, Inc. 615 214-6301
Suite 2101 Fax 615 214-7406
333 Commerce Street
Nashville, Tennessee 37201-3300

NOV 22 PM 2 55

November 19, 1999

EXECUTIVE SECRETARY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Interconnection Agreement Negotiated by
BellSouth Telecommunications, Inc. and AVR, L.P. d/b/a Hyperion of
Tennessee, L.P. Pursuant to Sections 251 and 252 of the Telecommunications
Act of 1996.

Docket No. ~~99-00541~~

99-00900

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AVR, L.P. d/b/a Hyperion of Tennessee, L.P. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement. The Amendment establishes provisions and rates for cross-connects for Physical and Virtual collocation.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Eric J. Branfmen, Esq.
Attorney for Hyperion of Tennessee

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AVR, L.P. d/b/a Hyperion of Tennessee, L.P. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~99-00541~~

99-00900

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND AVR, L.P. D/B/A HYPERION OF TENNESSEE, L.P.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, AVR, L.P. d/b/a Hyperion of Tennessee, L.P. ("Hyperion") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Hyperion and BellSouth state the following:

1. Hyperion and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Hyperion. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 24, 1999.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment establishes provisions and rates for cross-connects for Physical and Virtual collocation. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Hyperion and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Hyperion within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Hyperion and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Hyperion and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 22nd day of November, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.


By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 22 day of Nov., 1999.

Eric J. Branfmen, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007-5116
Attorney for Hyperion of Tennessee, LP



Guy M. Hicks

**AMENDMENT TO THE
INTERCONNECTION AGREEMENT BETWEEN
AVR, L.P. d/b/a HYPERION OF TENNESSEE, L.P.
and
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED June 2, 1999**

Pursuant to this Agreement (the "Amendment"), AVR, L.P. d/b/a Hyperion of Tennessee, L.P. ("Hyperion") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Interconnection Agreement between the Parties effective June 2, 1999 ("Interconnection Agreement").

WITNESSETH

NOW, THEREFORE, in consideration of the mutual agreements and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1. The Parties agree that BellSouth will, upon request, provide and Hyperion will accept and pay for Cross-Connects and POT Bay(s) (for those collocation arrangements where the demarcation is located at the POT Bay(s)) in accordance with the schedule of prices set forth in Attachment A to this Amendment which is incorporated herein by reference.
2. The parties agree that all future requests for Physical and Virtual Collocation must be specified with the schedule of increments and prices set forth in the BellSouth/Hyperion Interconnection Agreement dated June 2, 1999.
3. The Parties agree that all of the other provisions of the Agreement, dated June 2, 1999, together with all amendments in effect as of the date of execution of this Amendment shall remain in full force and effect.
4. The Parties agree that either or both of the Parties is authorized to submit this Amendment to the Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their respective duly authorized representatives on the date indicated below.

BELLSOUTH TELECOMMUNI-
CATIONS, INC.

~~AVR, L.P. d/b/a HYPERION~~
~~OF TENNESSEE, L.P.~~

Authorized Signature

Jerry Hendrix
Print or Type Name

Sr. Director
Title

10-14-99
Date

AVR, L.P. d/b/a HYPERION
OF TENNESSEE, L.P. *

~~BELLSOUTH TELECOMMUNICATIONS,~~
~~INC.~~

Authorized Signature

JOHN B. GLICKSMAN
Print or Type Name

VICE PRESIDENT
Title

10-14-99
Date

*BY: HYPERION TELECOMMUNICATIONS
OF TENNESSEE, INC., AS
GENERAL PARTNER

Attachment A
Page 1**Cross-Connect
Schedule of Rates and Charges
Tennessee****Table 1: Physical Collocation**

Element	Unit	Monthly Recurring Rate	Non-Recurring Rate
Cross-Connects	Per Cross Connect		First / Additional
2-wire		\$.30	\$19.20/\$19.20
4-wire		\$.50	\$19.20/\$19.20
2-fiber		\$15.64	\$41.56/\$29.82
4-fiber		\$28.11	\$50.53/\$38.78
			Disconnect Charges First / Additional
2-fiber			\$12.96/\$10.34
4-fiber			\$16.87/\$14.35
POT Bay (Note 1) Prior to 6/1/99	Per Cross Connect		
2-Fiber Cross-Connect		\$38.79	NA
4-Fiber Cross-Connect		\$52.31	NA

Notes:

- (1) Recurring POT Bay charge applicable in addition to recurring cross-connect charge only where the demarcation point is located at the POT Bay.

Attachment A
Page 2

Table 2: Virtual Collocation

Element	Unit	Monthly Recurring Rate	Non-Recurring Rate
Cross-Connects	Per Cross Connect		First / Additional
2-wire		\$.30	\$19.20/\$19.20
4-wire		\$.50	\$19.20/\$19.20
2-fiber		\$15.64	\$41.56/\$29.82
4-fiber		\$28.11	\$50.63/\$38.78
			Disconnect Charges First / Additional
2-fiber			\$12.96/\$10.34
4-fiber			\$16.97/\$14.35